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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X		

**JOINT STIPULATION AND AGREED ORDER DISALLOWING AND
EXPUNGING PROOF OF CLAIM NO. 11530 (ESSEX GROUP, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Essex Group, Inc., ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 11530 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§

101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 27, 2006, Claimant filed proof of claim number 11530 (the "Claim") against Delphi, asserting a claim in the amount of \$795,196.61; and

WHEREAS, Claimant disclosed by letter dated February 3, 2006 that they sought authority pursuant to the DIP Order to exercise a setoff of prepetition claims and debts between the Delphi and Claimant; and

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) ("Twentieth Omnibus Claims Objection"); and

WHEREAS, the Debtors and Claimant have reconciled all applicable prepetition invoices; and

WHEREAS, to resolve the Twentieth Omnibus Claims Objection with respect to the Claim, Claimant and Delphi have agreed to enter into a settlement agreement (the "Settlement Agreement").

WHEREAS, Delphi is authorized to enter into the Settlement Agreement either because the Claim involved ordinary course controversies or pursuant to that

certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

WHEREAS, pursuant to the Settlement Agreement, Claimant acknowledges and agrees that the Claim shall be disallowed and expunged and the Debtors and the Claimant have agreed to the effectuation of the setoff described in the Settlement Agreement and the other terms therein.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Original Claim shall be disallowed and expunged in its entirety in accordance with and subject to all of the terms of the Settlement Agreement.

[signatures concluded on following page]

Dated: New York, New York
June 4, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
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Dated: Wilmington, Delaware
June 4, 2008

ESSEX GROUP, INC.
By their counsel
PACHULSKI STANG ZIEHL & JONES LLP

/s/ Michael R. Seidl

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919 North Market Street
Wilmington, Delaware 19899-8705
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SO ORDERED

This 12th day of June, 2008
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE